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UNITED STATES BANKRUPTCY COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN FRANCISCO

In re

Case No. 19-30088 (DM)

PG&E CORPORATION

Chapter 11

-and-

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

**JOINDER OF AV SOLAR RANCH 1,
LLC TO LIMITED CURE OBJECTION
OF CALPINE AND ITS SUBSIDIARIES
TO THE DEBTORS' PROPOSED
ASSUMPTION OF EXECUTORY
CONTRACTS AND UNEXPIRED
LEASES UNDER THE DEBTORS'
AND SHAREHOLDERS' JOINT
CHAPTER 11 PLAN OF
REORGANIZATION DATED MARCH
16, 2020**

Debtors.

Affects PG&E Corporation

Hearing Date: May 27, 2020

Time: 10:00 a.m. (PST)

Affects Pacific Gas and Electric Company

Courtroom: Hon. Dennis Montali
450 Golden Gate Avenue
16th Floor, Courtroom 17
San Francisco, CA 94102

* All papers shall be filed in the Lead Case, No. 19-30088 (DM)

AV Solar Ranch 1, LLC (“AVSR”) hereby files this *this Joinder* (the “Joinder”) to the *Limited Cure Objection of Calpine and Its Subsidiaries to the Debtors’ Proposed Assumption of Executory Contracts and Unexpired Leases under the Debtors’ and Shareholders’ Joint Chapter*

1 *11 Plan of Reorganization Dated March 16, 2020* [Dkt. No. 7214] (the "Calpine Objection")¹ and
2 respectfully represents the following:

BACKGROUND

4 1. AVSR and Pacific Gas and Electric Company (the “Utility”) are parties to a Power
5 Purchase and Sale Agreement pursuant to which the Utility agreed to purchase electric power
6 generated by AVSR (the “Agreement”).

7 2. The Plan provides that the Debtors intend to assume, among other things, all Energy
8 Agreements, including the Agreement. *See* Plan at § 8.1(b).

9 3. However, the Debtors' *Schedule of Executory Contracts and Unexpired Leases to*
10 *be Assumed Pursuant to the Plan and Proposed Cure Amounts* [Dkt. No. 7037] (the "Cure Notice"),
11 does not provide for the full satisfaction of all amounts due and owing (both pre- and post-petition)
12 as cure payments under the Agreement.

13 4. Given this discrepancy, AVSR – along with a number of other Energy Agreement
14 counterparties – engaged with the Debtors and ultimately reached a solution to enable AVSR, along
15 with other Energy Agreement counterparties, to reserve all rights and resolve such discrepancies in
16 an orderly manner following confirmation of the Debtors’ plan. However, the Debtors have not
17 yet filed the notice reflecting this resolution; thereby necessitating this joinder and reservation of
18 rights.

JOINDER

21 5. Accordingly, AVSR hereby joins the Calpine Objection to reserve and preserve its
22 rights with respect to the Agreement, Plan, Cure Amounts, and cure process generally. Like
23 Calpine, AVSR supports the Debtors' efforts to assume all Energy Agreements – but AVSR agrees
24 that the Plan, Cure Notice, and the terms of the Debtors' proposed assumption must be modified to
25 comply with the Bankruptcy Code.

26 || ////

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¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Calpine Objection.

RESERVATION OF RIGHTS

6. AVSR further joins, and incorporate by reference, as if fully stated herein, the reservation of rights included in the Calpine Objection.

CONCLUSION

WHEREFORE, AVSR respectfully requests entry of an order granting: (i) this Joinder; and (ii) such other and further relief as is just and proper.

Dated: May 15, 2020

MORGAN, LEWIS & BOCKIUS LLP

By: /s/ Richard W. Esterkin
Richard W. Esterkin (SBN 70769)

Attorneys for AV Solar Ranch 1, LLC